WEYERHAEUSER COMPANY
FLINT RIVER OPERATIONS

PROJECT XL

FINAL PROJECT AGREEMENT (FPA)

2000 ANNUAL PROGRESS REPORT

(JANUARY 00 - DECEMBER 00)

FLINT RIVER OPERATIONS
PROJECT XL

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FLINT RIVER OPERATIONS
PROJECT XL

2000 ANNUAL PROGRESS REPORT

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I. OVERVIEW:

Note: The 2000 Annual FPA Tables One, Two and Three summarize the facility's actual environmental performance results versus the FPA superior environmental goals. The 2000 Annual Progress Report narrative provides detailed technical information describing the specific actions taken by the facility to achieve the superior environmental performance goals. Please refer to the "Glossary of Terms" for an explanation of abbreviations.

SUMMARY

Major emphasis in 2000 was placed on establishing an Environmental Management System (EMS) that conforms with ISO 14001. Significant environmental aspects were defined and procedures documented to properly control these aspects. Training sessions were scheduled to educate employees and the plant leadership about the environmental policy and expectations. EMS documentation was integrated with the plant's ISO 9002 Quality Management System to form one business system. A comprehensive audit was conducted in November that determined that Weyerhaeuser – Flint River Operations has a functioning EMS and is certifiable under an international recognized standard.

Another area of major effort was water conservation. The plant water usage was reduced about 0.1 MGD by conducting training and raising the awareness of employees to look for unnecessary water usage and minimize usage where possible. Five projects were completed during the year that accounts for approximately another 0.9 MGD of water savings. The last of these was completed in November. The capability of the plant is now about 10.9 MGD of total water usage (a reduction of 1.0 MGD). A commitment within the FPA was to lower the Surface Water Withdrawal Permit by 1.0 MGD. This goal has been achieved. The plant applied for and received a revised permit from Georgia EPD in August and is maintaining compliance at the lower limit.

Goals in the FPA still outstanding are the 50% reduction of Bleach Plant Effluent Flow, a 50% reduction in Solid Waste, total water usage at 10.18 MGD, and the achievement of the Energy Reduction goal. Weyerhaeuser continues to search for economically feasible solutions to the Bleach Plant Effluent project. Half of the Solid Waste reduction goal has been achieved and energy usage at the facility is nearly at goal. The FPA contains 10 MIM projects. Six MIM projects are complete and continue to deliver superior environmental performance. Of the four projects remaining, three of those have had significant progress.

II. ENVIRONMENTAL PERFORMANCE UPDATE:

One of the primary objectives of the FPA was to delineate the level of superior environmental performance that the Flint River Operations would achieve under its MIM evolution strategy. These superior environmental performance targets are specified in Tables Two and Three of the FPA. The tables have been updated to reflect the facility's actual environmental performance through December 2000. Water quality parameters (BOD, TSS, and AOX) continue to demonstrate superior environmental performance, remaining under the tighter permit limits that were established at the beginning of this agreement. Raw water usage averaged 11.1 MGD, below the MIM Phase IV target of 11.5 MGD. Improvement continues to move us toward the MIM Phase V goal of 10.18 MGD. Solid Waste generation has remained steady while longer-term capital funding plans are being discussed to either pursuing

composting or the installing a Lime Kiln. Hazardous waste generation was reduced early in this project and remains at low levels, placing the site in the Conditionally Exempt Small Quantity Generator category.

III. MINIMUM IMPACT MANUFACTURING:

MIM Phase IV Implementation

MIM Phase IV covers the construction and operation of several process technology improvements; 1) Isothermal Cooking - Brownside Optimization, 2) Odor Control Upgrade, 3) Energy Steam Reductions, and 4) conversion of Flint River Operation's environmental management system (EMS) to conform to ISO 14001. All of these MIM Phase IV projects have now been completed.

ISO 14001 EMS: Significant effort was employed to complete this MIM Phase IV project during 2000. Thirty-eight significant environmental aspects were defined and process controls were documented for each. Twenty-eight training sessions for the plant including teams and individuals were conducted to educate employees and plant leadership about the environmental policy, environmental expectations and proper control of environmental aspects. The Environmental Management System documentation was written and joined with the plant's Quality Management System documentation to make one Flint River Business System. In November 2000, a consultant (EMS Lead Auditor) and 13 auditors from other Weyerhaeuser locations conducted an audit of the EMS. The results of the audit were 1) no major non-conformances, and 2) six minor non-conformances. These results determined that Flint River has a functional EMS that conforms to ISO 14001 and meets the commitment of the FPA. Flint River will maintain this Environmental Management System that promotes continuous improvement of environmental performance. This will also allow the plant to become certified under the ISO 14001 standard and meet increasing customer requirements that make our product more desirable.

MIM Phase V Implementation

During 2000, MIM Phase V Feasibility Studies continued in the following areas: Solid Waste Reductions, Energy Conservation, HAP's Emission Reductions, Water Use Reduction and Bleach Plant Effluent Reductions. The Timberlands Resource Strategies were fully implemented in 1997.

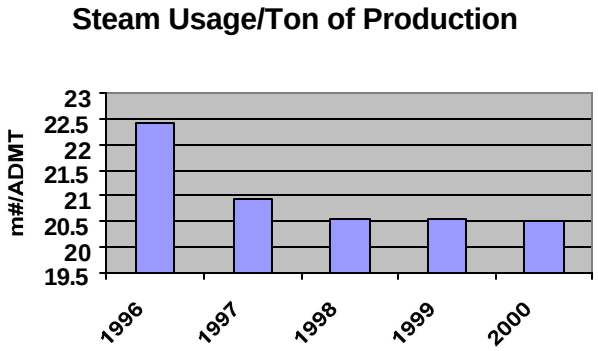
Solid Waste Reductions: Solid waste generation in 2000 was 489 lbs/ADMT of production, a slight decrease over 1999 performance of 498 lbs/ADMT. Waste reduction was impacted by continuing Calciner operating and mechanical issues and small increases in Screen Room "knots" due to a refiner rebuild, and Power Boiler flyash due to increased steam usage in cold weather. These increases offset continuing reductions in Woodyard wastes, general mill trash, and secondary sludge generation.

Year 2001 waste reduction efforts will continue to focus on lime mud and flyash reductions. The Calciner throughput and reliability study is continuing and Calciner reliability improved significantly during the last quarter. The Power Boiler thermal efficiency and advanced process controls project to reduce combustion air and increase thermal efficiency is on schedule. The project team is formed and capital spending has been requested. Expected completion of the Power Boiler project is ten months after spending authorization is received.

The Weyerhaeuser study of application of compost and some process wastes on small test plots as forest amendments continue. Field measurements of foliage and tree growth taken at the test plots were completed in late fall but results are not yet available. The long-term study being conducted by the University of Georgia using process solid wastes for silvicultural and agricultural soil productivity will be completed this year. Further investigation of the viability and economics of composting selected mill wastes is planned to start this fall.

Energy Conservation: The energy reduction goal for Project XL is 20.0 M#/ADMT. During 2000 there was a decrease towards the goal and plant usage now stands at 20.5 M#/ADMT. With the completion of Recovery

Boiler Sootblower Steam improvements during this year, a reduction of about 5 to 7 M#/hr steaming rate has been realized. In the future Weyerhaeuser will continue to look for ways to optimize this system.

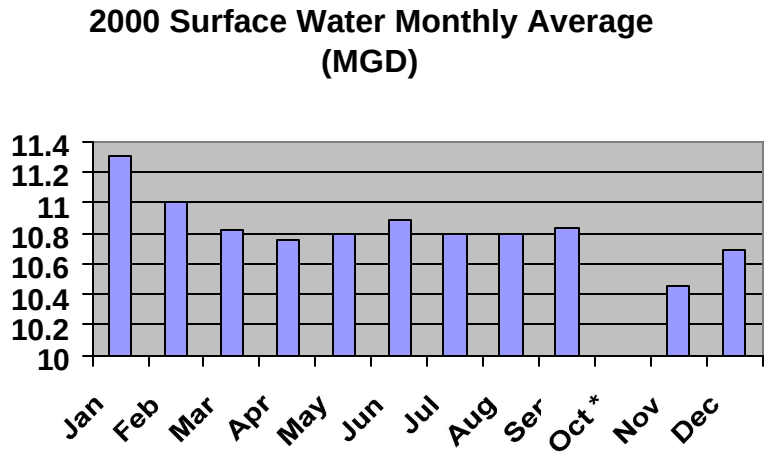


Another project, the Power Boiler Advanced Controls has proceeded through the company's capital allocation process and is awaiting funding approval.

HAP's Emission Reductions: The commitment of this project is essentially complete. The HAP's testing of vents and condensates took place in previous years. During 2000 the process of writing the site-specific MACT rule was the major activity. The reduction in HAP's has been maintained as was originally defined. The site specific MACT rule is proceeding through various EPA offices and was expected to be signed in January 2001. Although the change in administrations has slowed progress, the rule is still expected to be finalized by early February.

Weyerhaeuser has been working on another project that will reduce HAP's and bring the plant into compliance with the Cluster Rule. During 2000, testing and trial pulp production was accomplished to identify and confirm the process modifications necessary to comply with the MACT standard in the Bleach Plant. At the end of the year, the facility was in the process of proceeding through the company's capital funding process to complete this project. When process modifications are installed, the Bleach Plant will be essentially non-detect for Cl_2 and ClO_2 emissions. The current emissions scrubbing system will not be required and will be used only for abnormal situations.

Water Use Reductions: Several capital and non-capital projects were implemented during 2000 that have lowered water usage in the plant by about 0.8 to 1.0 MGD. The increased employee awareness of the importance of water use reduction was begun in earnest in January 2000. Emphasis was placed on creation of area checklists that are used to ensure that water hoses and other non-essential use of water is turned off during periods when usage seems to be running high in the plant. An experiment was successfully run to prove that it was unnecessary to exchange the water in paper machine wire pit when the plant was transitioning to a different product specification. Shower nozzles in the Woodyard grits basin were reduced in size and an automatic shutoff valve on the water used beneath the Woodyard refuse conveyor was installed. The final project of the year was recently completed which reclaimed and reused water in the Utilities Unit that is used to cool bearings of large fans. In August 2000 the plant submitted an application to the Georgia EPD (which was approved) to lower the Surface Water Withdrawal Permit limit by 1.0 MGD. Flint River has been successfully operating under this reduced permit limit without incident. The permit reduction is another demonstration of excellence and fulfills a commitment within the FPA.



* October = 7.82 MGD (Usage low because of plant annual maintenance shutdown occurred during month)

The longer-term goal of the XL agreement is to reach a total water usage (surface water plus groundwater) level of 10.18 MGD. Weyerhaeuser is committed to continue moving toward this goal. In the calendar year 1999 the plant averaged 11.9 MGD total water usage. In 2000 the average was 11.1 MGD, which would have been lower if all the water reduction projects had been in place throughout the entire year.

Bleach Plant Effluent Reductions: The feasibility study as outlined in the FPA was completed a couple of years ago. The study was done to determine the equipment required, effects on product quality and effluent, and estimated capital costs. Based on the completed feasibility study, the current path forward is not economically feasible. Pulp purchasers in Europe and North America have indicated no interest in paying a higher price to cover manufacturing costs for pulp from a mill with a closed bleach plant. In addition to Weyerhaeuser's own technical resources looking for new developments in the industry to reduce bleach plant effluent, the state of Georgia has funded several related pulp and paper industry research projects, three of which involve bleaching and bleach effluents. Any developments from these projects will be closely studied. Weyerhaeuser remains committed to this MIM project and will seek alternate ways to move toward the goal during the next six years of the agreement.

IV. STAKEHOLDER INVOLVEMENT:

Weyerhaeuser Company openly communicates concerning the status of operation under the FPA, answering all questions and inquiries. On February 3, 2000 the third annual stakeholders meeting was held at the facility near Oglethorpe, Georgia. This meeting was open to the public and was advertised in all area newspapers. The feedback obtained from the meeting was very supportive of both the Project XL Program and Weyerhaeuser Company's environmental performance. The fourth annual stakeholders' meeting is scheduled for February 1, 2001.

The US EPA has maintained an updated Project XL Internet page, which contains a copy of the approved FPA document and other associated information. This 2000 Annual Progress Report will be available on the US EPA's Project XL Internet page at http://www.epa.gov/ProjectXL/weyer/page5.htm

The following is a listing of meetings and conferences that Weyerhaeuser personnel have attended and participated in to share information regarding the FPA and Project XL during 2000:

Presentation to the Adrian Dominican Sisters (Weyerhaeuser Stockholders concerned about pulp Bleaching throughout the Pulp & Paper industry)

Discussed Weyerhaeuser environmental performance and Project XL

Project XL Annual Stakeholders Meeting
Presented Project XL Annual Progress Report
Interviewed by "Georgia & Southeast Environmental News"
Article focused on Project XL; Weyerhaeuser's Site-Specific MACT Rule
Participated in a conference call with Alberta, Canada environmental consultant
Answered questions on Project XL for understanding in Canada
Interviewed by "Pulp & Paper Magazine"
Follow-up article on progress with Weyerhaeuser's Project XL
Interviewed by "Clean Air News" and "Environmental Compliance Alert"
Provided information on progress with Project XL
Presentation to the NCASI Southern Regional Meeting
Gave an update on the Weyerhaeuser's Project XL experience
Presentation to the Air & Waste Management Association
Presented a talk on Project XL and the permit flexibility obtained as a result of the FPA
Presentation to potential customers of Weyerhaeuser – Flint River Operations
Spoke of environmental accomplishments and the plant's participation in Project XL

V. FINAL PROJECT AGREEMENT IMPLEMENTATION:

Regulatory Actions

During 2000, regulatory initiatives have been, 1) the finalization of the site-specific rule for implementing the alternative compliance approach for the MACT I standard and the progression of this rule through US EPA offices for approval, and 2) The modification to the surface water withdrawal permit, completed in August 2000.

FPA Section IX: Implementation Schedule

Progress against the implementation timelines outlined in FPA Section IX. - Implementing Project XL for Flint River Operations is as follows:

Mechanisms That Are Enforceable:

WATER:	Items 1, 2, 3, 4, 5 - Completed in NPDES permit.
WATER USAGE:	Item 1 – Completed Surface Water Withdrawal Permit (August 2000).
SOLID WASTE:	Item 1 – Permit modification request submitted in late 1998. No written authorization yet received from Georgia EPD.
AIR:	Items 1, 2, 3, 4, 5, 6 - Completed in PSD air quality permit. Item 7 – In progress (expecting promulgation of the rule in February 2001)

Mechanisms That Are Not Enforceable:

ISO 14001 EMS:	Item 1 - Completed.
WATER:	Item 1 - Following timelines per the original FPA.
SOLID WASTE:	Item 1 - Completed. Item 2 - Feasibility studies in progress for composting and land application initiatives; following timelines per the original FPA for 50% reduction.
HAZARDOUS WASTE:	Item 1 - Completed.
BLEACH PLANT:	Item 1 - Following timelines per the original FPA for 50% reduction.
ENERGY:	Item 1 – Completed - In-depth feasibility study complete. Item 2 – Completed - Energy reduction goal established.

VI. SCHEDULE:

Next Six Months

The key focus areas for continued successful implementation of the FPA over the next six months will be the following:

- Continue water conservation measures to sustain the MIM Phase IV monthly average goal of 11.5 MGD.
- Continue efforts in Energy Conservation to make progress toward the goal of 20.0 M#/ADMT.
- Obtain US EPA approval of the MACT I site-specific rule for the facility.
- Continue to operate under Flint River Operation's EMS.
- Implement the applicable Cluster Rule requirements according to timelines within the regulation.
- Focus on continued reduction of Solid Waste by improving Calciner throughput and reliability.

Long Term Schedule

Over the longer term, Weyerhaeuser will continue to look for opportunities to reduce Bleach Plant effluent as well as plant water usage. Solid waste reduction will also be a focus area since composting trials were successful and we will continue to search for a long-term economic use for these residuals. Further significant reduction in energy usage requires major projects with capital funding. Projects that will have a major impact have been placed on the capital plan for execution during the next few years. Additionally, we will continue our on-going dialogue with Stakeholders seeking their input on our facility's long-term MIM Vision, including the Lake Blackshear Watershed Association, Macon County Local Emergency Planning Committee, Georgia Southwestern State University, representatives of local and state governments, and local neighbors and facility employees.

Weyerhaeuser Project Contact Listing:

Please contact the below listed Weyerhaeuser individuals for more information regarding this FPA:

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GLOSSARY OF TERMS

ADMT	Air Dry Metric Ton - measure of the facility's finished product = 2,205 lbs
AOX	Adsorbable Organic Halide - measurement of the amo unt of chlorinated organic compounds.
BOD5	Biological Oxygen Demand - the amount of oxygen consumed in five days by biological processes breaking down organic matter.
COD	Chemical Oxygen Demand - the measure of oxygen required to oxidize all compounds in water, both organic and inorganic.
EMS	Environmental Management System
EPA	United States Environmental Protection Agency
EPD	Georgia Environmental Protection Division
FPA	Final Project Agreement
HAP	Hazardous Air Pollutant
ISO	International Standards Organization
M#/ADMT	Unit of measure: Thousands of Pounds (steam) per ADMT
M#/hr	Unit of measure: Thousands of Pounds (steam) per Hour
MACT	Maximum Achievable Control Technology
MGD	Million Gallons per Day
MIM	Minimum Impact Manufacturing - a holistic pollution prevention strategy to minimize the impact on the natural environment (air, soil, water).
NPDES	National Pollutant Discharge Elimination System
ORP	Oxidation Reduction Potential
SO_2	Sulfur Dioxide
TRS	Total Reduced Sulfur
TSS	Total Suspended Solids - a measurement of the amount of suspended solids in an effluent water sample.
XL	eXcellence and Leadership

2000 ANNUAL ACTUALS FPA - TABLE ONE

MINIMUM IMPACT MILL - KEY ENVIRONMENTAL DATA PARAMETERS

Parameters important to demonstrating continuous improvement towards a Minimum Impact Mill are:

ENVIRONMENTAL PARAMETER		1996 ACTUAL	1997 ACTUAL	1998 ACTUAL	1999 ACTUAL	2000 ACTUAL
WATER						
Water Usage (MMGD)		11.91	11.74	11.49	11.92	11.11
Bleach Plant Effluent Volume (m3/ADMT)		20	20	20	20	20
Final Effluent Volume (gal/ADMT)		11,704	11,365	11,366	9,833	10,208
BOD (lbs/ADMT)		3.52	3.01	2.13	2.83	3.49
COD (lbs/ADMT)		53.8	36.5	35.5	35.3	40.5
TSS (lbs/ADMT)		3.58	3.13	2.80	3.87	3.92
AOX (kg/ADMT)		0.10	0.10	0.10	0.10	0.09
Dioxin - 2,3,7,8 TCDD		non detect	non detect	non detect	non detect	non detect
Color (lbs/ADMT)		115	94	87	86	94
Nutrients: NH3-N & Total P (lbs/ADMT)		NH3-N 0.14 Tot P 0.15	NH3-N 0.15 Tot P 0.13	NH3-N 0.20 Tot P 0.14	NH3-N 0.15 Tot P 0.14	NH3-N 0.23 Tot P 0.13
Chronic Toxicity – Ceriodaphnia (IC25 Annual Average)		55	81	47	55	58
AIR						
Particulate (tons/year) (1)		423	385	390	395	443

Total Reduced Sulfur (tons/year) (2)		39	35	33	35	35
Chloroform (tons/year) (3)		0.94	0.89	1.00	0.98	0.98
Chlorine (tons/year) (3)		0.18	0.18	0.19	0.19	0.19
Chlorine Dioxide (tons/year) (3)		0.67	0.68	0.70	0.68	0.68
CO (tons/year) (6)		1676	1454	1573	1599	1612
NOx (tons/year) (4)		832	769	795	814	826
SO2 (tons/year) (4)		271	624	582	303	405
VOC's as C (tons/year) (5)		636	669	652	632	646
Opacity - Recovery Boiler (% Excess Opacity Emissions/year)		0.65%	1.70%	0.70%	0.50%	0.49%
HAP's (tons/year) (5)		425	429	426	428	428
SOLID WASTE						
Solid Waste Generation (lbs/ADMT)		505	409	461	498	489
Solid Waste Disposition		on-site landfill	on-site landfill	on-site landfill	on-site landfill	on-site landfill
Hazardous Waste Generation Status (7)		SQG	Conditionally Exempt SQG	Conditionally Exempt SQG	Conditionally Exempt SQG	Conditionally Exempt SQG
OTHER						
Accidental Releases/Spills (#/year)		0	1 (Sulfuric Acid spill to ground)	0	0	2 (Venting NCG Gas due to Malfunctions)
Reportable Permit Incidents (#/year)						
- Air Permit Incidents (8)		25	27	59	37	18
- All Other Permits (NPDES, Landfill,		0	0	1	0	1

Potable Water, Water Withdrawal)				(Potable Water)		(NPDES)
Sara 313 (# Reportable Chemicals/year) (9)		10	11	11	11	14
Energy Steam Usage (MlbsSteam/ADMT) (10)		22.44	20.94	20.56	20.53	20.50
Community Complaints						
* Site Appearance		None	None	None	None	None
* Odor (#/year)		2	3	3	8	2
* Noise (#/year)		0	0	0	0	0

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1 Emissions calculated from Recovery boiler, Power boiler, Calciner, Smelt dissolving tank and fugitives.
2 Emissions calculated from Recovery boiler, Calciner, Smelt dissolving tank and process vents.
3 Emissions calculated from all process vents. Figures for 1995, 1996, and 1997 have been revised to indicate emissions from all process vents and to correct a conversion factor error. The data for these items are derived from SARA 313 estimates.
4 Emissions calculated from Recovery boiler, Power boiler, Calciner and Smelt dissolving tank.
5 Emissions calculated from Recovery boiler, Power boiler, Calciner, Smelt dissolving tank, process vents and fugitives.
6 Emissions calculated from Recovery boiler, Power boiler, Calciner, Smelt dissolving tank and process vents.
7 Small quantity generator status is < 2,200 lbs/month hazardous waste generation; Conditionally Exempt SQG < 220 lbs/month.
8 Number of air permit incidents reported in quarterly excess emissions reports for 1995, 1996, 1997. Includes air pollution control equipment malfunctions, excess emissions incidents, continuous emission monitor malfunctions, non condensable gas collection system venting incidents and surrogate parameters exceedances. No enforceable actions taken.
9 The SARA 313 chemicals reported for 1995: acetaldehyde, ammonia, catechol, chlorine, chlorine dioxide, cresols, formic acid, hydrochloric acid, methanol, nitrate, phenol, sulfuric acid. Reported 1996: acetaldehyde, ammonia, catechol, chlorine, chlorine dioxide, cresols, hydrochloric acid, methanol, phenol, sulfuric acid. Reported 1997: acetaldehyde, ammonia, catechol, chlorine, chlorine dioxide, cresols, methanol, phenol, sulfuric acid, nitrate, formic acid. The facility's SARA 313 calculations are primarily based on industry emissions factors which are being revised annually.
10 Energy steam usage is the quantity of on-site steam generation from the Recovery and Power Boilers required to produce an air dry metric ton of finished fluff pulp.

2000 ANNUAL ACTUALS FPA - TABLE TWO

FLINT RIVER BASELINE PERFORMANCE AND MIM IV GOALS TO BE INCLUDED IN ENFORCEABLE PERMITS

ENVIRONMENTAL PARAMETER [1]	BASELINE[2]	1996 ACTUAL	1997 ACTUAL	1998 ACTUAL	1999 ACTUAL	2000 ACTUAL	FPA AGREEMENT MIM PHASE IV GOAL
Raw Water Usage (million gallons/day)	11.18	11.91	11.74	11.49	11.92	11.11	11.50
Effluent Discharged to Flint River							
BOD (lbs./ADMT)	4.32	3.52	3.01	2.13	2.83	3.49	3.80
TSS (lbs./ADMT)	4.65	3.58	3.13	2.80	3.87	3.92	4.09
AOX (kg./ADMT)	0.11	0.10	0.10	0.10	0.10	0.09	0.15

1 Applicable regulatory requirements are unaffected for all regulated environmental parameters that are not listed in Table Two.

2 Baseline conditions are derived from average monthly values for calendar 1993, 1994 and 1995.

2000 ANNUAL ACTUALS FPA - TABLE THREE

FLINT RIVER BASELINE PERFORMANCE AND MIM GOALS THAT WILL *NOT* BE INCLUDED IN ENFORCEABLE PERMITS

ENVIRONMENTAL PARAMETER	BASELINE	1996 ACTUAL	1997 ACTUAL	1998 ACTUAL	1999 ACTUAL	2000 ACTUAL	FPA AGREEMENT MIM PHASE V GOAL
Solid Waste Generation (lbs/ADMT)	690	505	409	461	498	489	310
Hazardous Waste Generation	Small Qnty.Gen.	Small Qnty.Gen.	Conditionally Exempt SQG	Conditionally Exempt SQG	Conditionally Exempt SQG	Conditionally Exempt SQG	Conditionally Exempt SQG
Bleach Plant Flow (m^3/ADMT)	20	20	20	20	20	20	10
Environmental Management System	Flint River EMS	Flint River EMS	Flint River EMS	Flint River EMS	Flint River EMS	ISO 14001 (Conforms)	ISO 14001
Energy Conservation				Feasibility Study in Progress	Feasibility Study Completed		
Total Plant Steam Usage (m#/ADMT) (Power Boiler + Recovery Boiler)	21.58	22.44	20.94	20.56	20.53	20.50	20.00
Power Boiler Steaming Rate (m#/hr)	274	267	234	205	201	203	175